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Date: Sept. 12, 2002 By: Maryann R. Johnson
Maryann R. Johnson

Docket No. 63033.803US01

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Application of:
Search123.com, Inc.
Serial No: 09/419,005
Filed: October 13, 1999
For: SEARCH ENGINE INTERFACE

Examining Atty: J. H. Hwang
Art Unit: 2172

REVOCATION AND POWER OF ATTORNEY **RECEIVED**

Assistant Commissioner for Patents
Washington, D.C. 20231

SEP 24 2002
Technology Center 2100

Dear Sir:

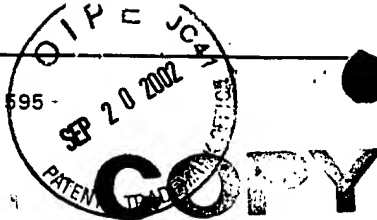
Please revoke any existing Powers of Attorney, if any, and appoint the following attorneys and/or patent agents to prosecute this application and to transact all business in the U.S. Patent and Trademark Office in connection therewith.

The undersigned hereby appoints Anna M. Vradenburgh, Registration No. 39,868, and Gregory A. Piccionelli, Registration No. 39,534, as attorneys with the full power to represent the applicant in connection with this patent application.

Please direct all correspondence to the attention of Anna M. Vradenburgh, at Brull Piccionelli Sarno Braun & Vradenburgh, 1925 Century Park East, Suite 2350, Los Angeles, California 90067, telephone number (310) 553-3375.

Date: 07.05.2002 By: James K. Beriker
Name: James K. Beriker
Title: President
Search123.com, Inc.

AMV/mrj



RECORDATION FORM COVER LETTER
PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Docket No. 63033.803US01

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Simpli.com, Inc.

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: April 10, 2002

2. Name and address of receiving party(ies):

Search123.com, Inc.
5701 Lindero Canyon Road
Suite 2-200
Westlake Village, CA 91362

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)
09/539,750 (63033.804US01);
09/419,005 (63033.803US01);and
60/140,874 (provisional appln)

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Anna M. Vradenburgh
Brull Piccionelli Sarno Braun & Vradenburgh
1925 Century Park East, Suite 2350
Los Angeles, CA 90067

6. Total number of applications and patents involved: [3]

7. Total fee (37 CFR 3.41).....\$ 120.00

☒ Enclosed (check #12166 - Search123.com)

☐ Authorized to be charged to deposit account

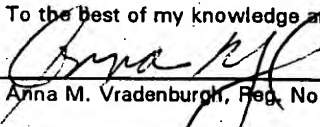
8. Deposit account number:

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.



Anna M. Vradenburgh, Reg. No. 39,868

Date: September 12, 2002

Total number of pages comprising cover sheet: [1]

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

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COPY

MERGER AGREEMENT AND PLAN OF REORGANIZATION

by and among

SEARCH123.COM INC.,

SEARCH ACQUISITION CORP.,

SIMPLI.COM, INC.

and

NETZERO, INC.

dated April 10, 2002

MERGER AGREEMENT AND PLAN OF REORGANIZATION

This Merger Agreement and Plan of Reorganization (this "Agreement") is made and entered into as of April 10, 2002, by and among Search123.com Inc., a California corporation ("Search123"), and Search Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Search123 ("Merger Sub"), on the one hand, and Simpli.com, Inc., a Delaware corporation (the "Company") and wholly-owned subsidiary of NetZero, Inc., a Delaware corporation ("Stockholder"), and Stockholder, on the other hand. Capitalized terms used and not otherwise defined herein shall have the meanings set forth in Appendix A attached hereto.

RECITALS

A. The Boards of Directors of each of Search123 and the Company believe it is in the best interests of their respective companies and their respective shareholders that Search123 acquire the Company through the merger of Merger Sub with and into the Company (the "Merger") and, in furtherance thereof, such Boards have approved the Merger, this Agreement and the transactions contemplated hereby.

B. Pursuant to the Merger, all of the issued and outstanding shares of capital stock of the Company shall be converted into the right to receive shares of Series C Preferred Stock of Search123 with the rights, preferences and privileges set forth in the Search 123 Restated Articles ("Search123 Series C Preferred Stock") subject to the terms and conditions set forth herein.

C. All of the parties hereto intend that the Merger shall constitute a reorganization within the meaning of Section 368(a) of the Code.

D. The Company, Stockholder, Search123 and Merger Sub desire to make certain representations, warranties, covenants and agreements in connection with the Merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and promises contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

THE MERGER

1.1 The Merger. At the Effective Time and subject to and upon the terms and conditions of this Agreement and the applicable provisions of the DGCL, Merger Sub shall be merged with and into the Company, the separate corporate existence of Merger Sub shall cease and the Company shall continue as the surviving corporation. The Company as the surviving corporation after the Merger is hereinafter sometimes referred to as the "Surviving Corporation."

1.2 Effective Time. The consummation of the Merger under this Agreement (the "Closing") shall take place at the offices of the Stockholder on April 17, 2002, or such other date

IN WITNESS WHEREOF, this Agreement has been duly executed and delivered by the parties hereto, or their duly authorized officer, as of the date first above written.

SEARCH123.COM INC., a California corporation

By: 

Name: JAMES K. BERIKER

Title: CEO

SEARCH ACQUISITION CORP., a Delaware corporation

By: 

Name: JAMES K. BERIKER

Title: CEO

SIMPLI.COM, INC., a Delaware corporation

By: 

Name: Mark R. Goldston

Title: Chairman and CEO

NETZERO, INC., a Delaware corporation

By: 

Name: Mark R. Goldston

Title: Chairman, CEO and President